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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

April 2, 2015

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Schedule No. 6, dated as of April 1, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: D&I Silica, LLC
c/o Hi-Crush Partners LP
Three Riverway, Suite 1550
Houston, TX 77056

A description of the railroad equipment covered by the enclosed document is:

125 covered hopper railcars within the series AOKX 480007 – AOKX – 499842 as set forth in the attachment to the document.

Chief, Section of Administration
April 2, 2015
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A short summary of the document to appear in the index is:

Memorandum of Lease Schedule No. 6.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 6

This is a Memorandum of Schedule No. 6 dated as of April 1, 2014 to a Lease Agreement made and entered into as of April 1, 2014 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and D & I Silica, LLC, a Delaware limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor 125 3,250 cf cement covered hopper railcars, 286,000 lbs. GRL bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 6 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Lease Agreement and Schedule No. 6, as each may be amended from time to time.

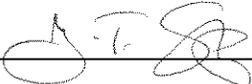
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

D & I SILICA, LLC

BY: 

BY: 

NAME: J.T. Sharp

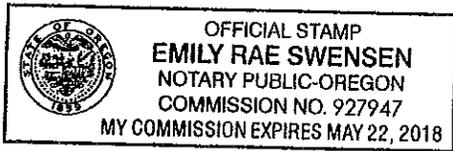
NAME: JAMES M. WHIPKEY

TITLE: President

TITLE: Co- Cfo & President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 21st day of July, 2014, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

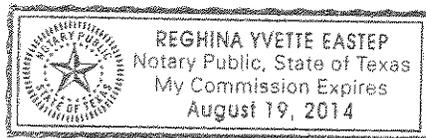


Emily Swensen
NOTARY PUBLIC
My commission expires: May 22, 2018

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 2nd day of July, 2014, before me personally appeared James M. Whipkey, to me personally known, who being by me duly sworn, says that s/he is the co-CFO & President of D & I Silica, LLC and that the foregoing instrument was signed on behalf of said limited liability company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Reghina Y. Eastep
NOTARY PUBLIC
My commission expires: 8/19/14



RAIL EQUIPMENT LIST

Mark	Number								
AOKX	480007	AOKX	480878	AOKX	480941	AOKX	480974	AOKX	499026
AOKX	480363	AOKX	480883	AOKX	480942	AOKX	480992	AOKX	499030
AOKX	480561	AOKX	480884	AOKX	480943	AOKX	480993	AOKX	499040
AOKX	480564	AOKX	480885	AOKX	480944	AOKX	480994	AOKX	499250
AOKX	480615	AOKX	480886	AOKX	480945	AOKX	480996	AOKX	499367
AOKX	480617	AOKX	480887	AOKX	480946	AOKX	481075	AOKX	499368
AOKX	480618	AOKX	480889	AOKX	480947	AOKX	481081	AOKX	499382
AOKX	480619	AOKX	480890	AOKX	480948	AOKX	481087	AOKX	499458
AOKX	480620	AOKX	480910	AOKX	480949	AOKX	481095	AOKX	499752
AOKX	480621	AOKX	480911	AOKX	480950	AOKX	481098	AOKX	499758
AOKX	480622	AOKX	480916	AOKX	480951	AOKX	481144	AOKX	499772
AOKX	480627	AOKX	480917	AOKX	480952	AOKX	481164	AOKX	499784
AOKX	480628	AOKX	480918	AOKX	480953	AOKX	481166	AOKX	499791
AOKX	480819	AOKX	480920	AOKX	480954	AOKX	481172	AOKX	499807
AOKX	480822	AOKX	480921	AOKX	480955	AOKX	481175	AOKX	499816
AOKX	480850	AOKX	480922	AOKX	480956	AOKX	481180	AOKX	499817
AOKX	480856	AOKX	480923	AOKX	480958	AOKX	481186	AOKX	499819
AOKX	480860	AOKX	480924	AOKX	480959	AOKX	496931	AOKX	499820
AOKX	480863	AOKX	480927	AOKX	480960	AOKX	497040	AOKX	499825
AOKX	480864	AOKX	480934	AOKX	480961	AOKX	497791	AOKX	499826
AOKX	480865	AOKX	480936	AOKX	480964	AOKX	498884	AOKX	499827
AOKX	480866	AOKX	480937	AOKX	480965	AOKX	498899	AOKX	499835
AOKX	480868	AOKX	480938	AOKX	480969	AOKX	498954	AOKX	499836
AOKX	480869	AOKX	480939	AOKX	480971	AOKX	499007	AOKX	499837
AOKX	480876	AOKX	480940	AOKX	480972	AOKX	499008	AOKX	499842

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: April 2, 2015

Edward M. Luria

Edward M. Luria